

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

19/4/73

Filing Statement No. 1865
Filed May 1st, 1973

HARVEY'S FOODS LIMITED

Full corporate name of Company
incorporated under The Corporations Act, 1953 (Ontario)
by Letters Patent dated February 25, 1959.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT Reference is made to previous
Filing Statement no. 1799.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>Under three separate agreements dated the 12th day of March, 1973 Chalet Farms Limited, a wholly-owned subsidiary of Harvey's Foods Limited purchased from Red Barn Systems (Canada) Limited, a wholly-owned subsidiary of Capital Diversified Industries Limited; and Frontier Acceptance Corporation Limited, a wholly-owned subsidiary of Capital Diversified Industries Limited, the land, buildings and equipment and the licence to operate the Red Barn restaurants in Canada for the following consideration:</p> <table><tr><td>Land</td><td>\$1,924,500</td><td>20 yr. 7½ mortgage</td><td>\$3,322,000</td></tr><tr><td>Buildings</td><td>\$2,732,500</td><td>20 yr. 10% mortgage</td><td>835,000</td></tr><tr><td>Equipment</td><td><u>\$1,140,000</u></td><td>7 yr. note no interest</td><td>1,140,000</td></tr><tr><td></td><td><u>\$5,797,000</u></td><td>cash</td><td><u>500,000</u></td></tr><tr><td></td><td></td><td></td><td><u>\$5,797,000</u></td></tr></table>	Land	\$1,924,500	20 yr. 7½ mortgage	\$3,322,000	Buildings	\$2,732,500	20 yr. 10% mortgage	835,000	Equipment	<u>\$1,140,000</u>	7 yr. note no interest	1,140,000		<u>\$5,797,000</u>	cash	<u>500,000</u>				<u>\$5,797,000</u>
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	<u>\$5,797,000</u>	cash	<u>500,000</u>																		
			<u>\$5,797,000</u>																		
2. Head office address and any other office address.	238 Bloor Street West Toronto, Ontario M5S 1T8																				
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	(See Schedule "A" on page No. 3)																				
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 40,000 5½% cumulative, redeemable, first preference shares, with a par value of \$50 each, issuable in series. 8,000,000 common shares without par value. Issued and fully paid - nil 2nd preference shares, 5,371,034 common shares.																				
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	(See Schedule "B" on page No. 4)																				
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	(See Schedule "C" on page No. 5)																				
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	<p>On August 11, 1971, for a consideration of \$17,200 the Company amended the terms of its outstanding Series 2 (1967) share purchase warrants which then entitled the holder to purchase 390,000 common shares of the Company at a price of \$1.95 on or before May 15th, 1977 so as to reduce the purchase price to \$1.00 and extend the time within which the warrants may be exercised to July 31st, 1986. All outstanding Series 2 (1967) share purchase warrants are held by Industrial Growth Management Limited.</p> <p>On August 11, 1971 the Company also issued to Industrial Growth Management Limited for a consideration of \$30,500.00 share purchase warrants having terms similar to the Series 2 (1967) share purchase warrants amended as aforesaid entitling the holders to purchase 610,000 common shares of the company at a price of \$1.00 per share on or before July 31st, 1986. The price range of the company's common shares on The Toronto Stock Exchange during the 30 day period proceeding the issue of such warrants was \$.83.</p>																				

8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	NO												
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>To operate restaurants through three divisions:</p> <ol style="list-style-type: none"> 1) Harvey's restaurants 2) Swiss Chalet restaurants 3) Red Barn (Canada) Ltd. restaurants <p>No money received from sale of treasury shares.</p>												
10. Brief statement of company's chief development work during past year.	<p>Construction of three restaurants:</p> <table> <tr> <td></td><td>Cost</td></tr> <tr> <td>1) Kitchener</td><td>\$105,000</td></tr> <tr> <td>2) Finch Ave.</td><td>397,000</td></tr> <tr> <td>3) Bloor St. West</td><td>232,000</td></tr> </table>		Cost	1) Kitchener	\$105,000	2) Finch Ave.	397,000	3) Bloor St. West	232,000				
	Cost												
1) Kitchener	\$105,000												
2) Finch Ave.	397,000												
3) Bloor St. West	232,000												
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	<p>Red Barn Systems (Canada) Ltd., 195 Dufferin Ave. London, Ont. Land - \$1,924,500; buildings - \$2,732,500 Frontier Acceptance Corporation Limited, 195 Dufferin Ave. London, Ont. Equipment - \$1,140,000</p>												
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Information not available to us.												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	NONE												
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	NONE												
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <tr> <th><u>Shareholder and Address</u></th><th><u>No. of Common Shares Held</u></th></tr> <tr> <td>Bankmont & Co. 119 St. James Street West Montreal, Quebec</td><td>101,675</td></tr> <tr> <td>Gilbert Securities Limited P. O. Box 730 Place D'Armes Montreal, Quebec</td><td>106,375</td></tr> <tr> <td>Monray & Co. P. O. Box 1900 Station B Montreal, Quebec</td><td>157,475</td></tr> <tr> <td>Industrial Growth Management Limited 238 Bloor Street West Toronto, Ontario</td><td>2,491,800 -</td></tr> <tr> <td>Montreal Trust Co. A/C FS 351 15 King Street West Toronto 105, Ontario</td><td>80,000</td></tr> </table> <p>The company has no knowledge of who are the beneficial owners of the above-mentioned shares and has no way of ascertaining same save and except that IGM is the beneficial owner of the number of shares set out opposite its name.</p> <p>The only person owning more than 5% of the shares of Industrial Growth Management Limited is Richard C. W. Mauran.</p>	<u>Shareholder and Address</u>	<u>No. of Common Shares Held</u>	Bankmont & Co. 119 St. James Street West Montreal, Quebec	101,675	Gilbert Securities Limited P. O. Box 730 Place D'Armes Montreal, Quebec	106,375	Monray & Co. P. O. Box 1900 Station B Montreal, Quebec	157,475	Industrial Growth Management Limited 238 Bloor Street West Toronto, Ontario	2,491,800 -	Montreal Trust Co. A/C FS 351 15 King Street West Toronto 105, Ontario	80,000
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Montreal Trust Co. A/C FS 351 15 King Street West Toronto 105, Ontario	80,000												

SCHEDULE "A"

3. Richard Charles Wilfred Mauran, 95 Ardworld Gate, Toronto, Ontario; Chairman of the Board, and Director; Principal Occupation for the past five years: Chairman and President of the Company; President of Industrial Growth Management Limited; Chairman, Grissol Foods Limited; Director, Reliable Life Insurance Co.; prior to July 1967, President of Swiss Chalet Bar-B-Q Limited.
- Martin Bernard Syron, 40 Sheffley Crescent, Weston, Ontario; President and Director; Principal Occupation for the past five years: President and Vice-President of the Company, Company solicitor, Barrister and Solicitor.
- Edward John Kozak, 101 Prennan Avenue, Islington, Ontario; Secretary and Director; Principal Occupation for the past five years: Secretary of the Company.
- Donald Colin Webster, 75 Binscarth Road, Toronto, Ontario; Director; Principal Occupation for the past five years: President, Neptune Terminals Limited, Helix Investments Limited and T'Ang Management Limited, formerly Vice-President of the Company, Vice-President, General Impact Extrusions (Mfg) Limited and Director of Seaway Terminals Limited.
- Yves Charles Hudon, 1 Merton Street, Hampstead, Quebec; Director; Principal Occupation for the past five years: President, Grissol Foods Limited.
- Marc Andre Boisclair, 4046 Maplewood Avenue, Montreal, Quebec; Director; Principal occupation for the past five years: President, Location Commerciale Inc., President, Trans-Quebec Funds Inc. and prior to 1968, President, Labrador Acceptance Corporation Limited.
- Robert George McCulloch, 33 Rosehill Avenue, Toronto, Ontario, Director; Principal occupation for the past five years: Executive Vice-President, Midland-Osler Securities Limited and prior to 1966 Vice-President, Midland-Osler Securities Limited.
- William Austin Stewart, 90 Glenview Avenue, Toronto 12, Ontario; Director; Principal occupation for the past five years: Senior Vice-President of Midland-Osler Securities Limited.
- Michael M. Maguire, 77 Thicket Road, Etobicoke, Ontario; Vice-President of Finance & Treasurer & Director; Principal occupation for the past five years: 1964-1970 General Manager of Newfoundland region Bowring Brothers Limited.

SCHEDULE "B"

5. Mortgages and Notes Payable

Mortgages payable consist of first and second mortgages with interest rates ranging from 5½% to 11¼% and are as follows:

	1972	1971
	\$	\$
Principal payments due		
(a) within five years -		
1972		345,515
1973	522,358	553,657
1974	355,966	655,597
1975	313,633	329,154
1976	454,690	422,284
1977	251,290	
	1,897,937	2,306,207
(b) between five and ten years	948,866	1,728,755
(c) after ten years	587,498	601,431
	3,434,301	4,636,393

8% Sinking Fund Debenture

During the year 1971 the company sold to Industrial Growth Management Limited a \$1,000,000 8% sinking fund debenture of the company for \$952,300 and purchased for cancellation the 7½% sinking fund debentures Series A at a premium of 2% and 8½% convertible debentures Series D at par.

Under the terms of the trust deed the company is required to set aside, as a sinking fund for the retirement of the debenture, \$100,000 before July 31, in each of the years 1986 to 1990. \$100,000 will be applied against the debenture on July 31 in each of these years. The remaining portion of the debenture matures on July 31, 1991.

As part of the refinancing agreement the company amended the share purchase warrants Series 2 (1967) and issued share purchase warrants Series 2 (1971) to Industrial Growth Management Limited for a total consideration of \$47,700. The consideration received has been added to Contributed Surplus.

At the option of the holder the debenture may be redeemed at full principal amount for the purpose of purchasing common shares by virtue of the entitlement as holder of share purchase warrants Series 2 (1967) and Series 2 (1971).

SCHEDULE "C"

6.(a) During the year ended March 26, 1972 the following fully paid shares were issued:

	No. of Common shares	\$
Conversion of 6,400 non-voting convertible second preference shares	480,000	6,400

2,000 second preference shares were converted prior to the refinancing referred to in Item 5. As part of the refinancing, the remaining 4,400 preference shares (on which convertibility had been earned) were converted to common shares with the anti-dilutive provisions waived for the transaction.

(b) Common shares are reserved for issue as follows:

	Number of shares reserved 1972	1971
8½% convertible debentures, Series D, convertible up to May 31, 1978 on the basis of approximately 4 common shares for each \$17.00 principal amount of debentures outstanding	-	59,876
Share purchase warrants, Series 1 (1964) - of 300,000 originally issued, the holders thereof are entitled to purchase common shares at \$1.06 per share up to April 15, 1974	124,569	124,569
Share purchase warrants, Series 2 (1967) - of 390,000 issued, the holders thereof are entitled to purchase common shares at \$1.00 per share on or before July 31, 1986	390,000	390,000
Share purchase warrants, Series 3 (1968) - of 45,000 issued as part of the consideration for the purchase of the shares of Swiss Chalet Bar-B-Q, Inc., and Richco Properties Inc., the holders thereof are entitled to purchase common shares at \$1.66 per share on or before May 15, 1977.....	45,000	45,000
Share purchase warrants, Series 2 (1971) - as part of the consideration for the issuance of the 8% sinking fund debenture, the holder thereof purchased 610,000 share purchase warrants for \$30,500 entitling them to purchase common shares at \$1.00 per share on or before July 31, 1986. Additionally as part of the same transaction, in consideration of \$17,200 the holder of Series 2 (1967) warrants were granted the right to convert their 390,000 warrants to Series 2 (1971) warrants	610,000	-
Employee's stock option - of 15,000 common shares granted, the employee is entitled to purchase a maximum of 1,500 shares per year at \$5.00 for 3 shares. This stock option expires May 2, 1976.....	10,500	10,500
The 6,400 non-voting convertible second preference shares entitle the holder to convert 1 second preference share into 75 common shares at the rate of 2,000 shares per year	-	480,000
	<u>1,180,069</u>	<u>1,109,945</u>

The changes during the year ended March 26, 1972 in the price at which the holders of share purchase warrants Series 1 and 3 may purchase common shares have been caused by the refinancing of the company as referred to Item 5 and the anti-dilutive clauses of the instruments under which the shares were reserved.

HARVEY'S FOODS LIMITED

BALANCE SHEET

AS AT FEBRUARY 25TH, 1973

There have been no material changes in the items on the below balance sheet since the date thereof. Dated at Toronto this 3rd day of April, 1973.

W. B. G. G. G. Director
M. M. G. G. G. Director

ASSETS

CURRENT	
Cash on Hand and in Banks	\$ 1,002
Term Deposit	800,000
Accounts Receivable	121,273
Prepaid Expenses	106,226

\$ 801,002

227,501

TOTAL CURRENT ASSETS

Long Term Receivables	\$ 275,344
Investments in and Advances to Subsidiaries	421,586
	\$ 696,930
	57,462

Less Provision for Loss

639,468

FIXED ASSETS

ACCUMULATED DEPRECIATION

COST

Land \$ 5,813,792

Buildings & Parking Lots, Equipment & Leaseholds

9,171,177

\$ 2,519,313

\$ 14,984,969

\$ 2,519,313

OTHER ASSETS

Deferred Charges

185,860

\$ 14,319,487

LIABILITIES

CURRENT	
Bank Loans	\$ ---
Accounts Payable	616,161
Income Taxes Payable	92,602
Long Term Liabilities -- Current Portion	500,000

\$ 1,208,763

TOTAL CURRENT LIABILITIES

Long Term Liabilities	
Mortgages Payable	\$ 4,182,862
8% Sinking Fund Debenture	1,000,000
	\$ 5,182,862
	500,000

\$ 4,682,862

5,077,867

Deferred Income Taxes

395,005

Shareholders' Equity
Capital Stock

Authorized:

40,000 1st Pref. Shares

8,000,000 Common Shares N.P.V.

Issued and Fully Paid

5,371,034 Common Shares

\$ 7,258,867.

Contributed Surplus

282,700

Retained Earnings - March 28th

\$ 977,830

Net Profit for Period

586,374

\$ 1,564,204

Excess Goodwill Written Off

491,290

8,032,857

\$ 14,319,487

HARVEY'S FOODS LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE FORTY EIGHT WEEKS ENDED FEBRUARY 25TH, 1973

SOURCE OF FUNDS

Net Profit			\$ 586,374
<u>Add: Non Cash Charges</u>			
Depreciation	\$ 407,000		
Financial Expenses Written Off	<u>29,141</u>	<u>436,141</u>	\$ 1,022,515
Return of Investment from Chalet Farms			60,505
Return of Investment -- Swiss Chalet Inc.			40,183
Long Term Collections			14,835
Mortgage on Finch Purchase			190,000
Mortgage on Henri Bourassa			70,000
Mortgage on Queenston Road			55,600
Mortgage on Rosemere			45,000
Mortgage on Lacordaire			2,500
Mortgage on Peterborough			90,000
Mortgage on Rideau Street			67,000
I.G.M. Mortgage			<u>1,000,000</u>
			\$ 2,658,138

APPLICATION OF FUNDS

Additions to Fixed Assets	\$ 693,996	
Purchase of Finch Property	258,000	
Option to Buy Henri Bourassa Exercised	104,000	
Option to Buy Queenston Road Exercised	83,400	
Option to Buy Rosemere Exercised	60,000	
Option to Buy Rideau Street Exercised	107,762	
Payments on Mortgages	<u>700,090</u>	<u>2,007,248</u>
Increase in Working Capital		\$ 650,890
Working Capital Deficiency -- March 26th, 1972		<u>831,150</u>
Working Capital Deficiency -- February 25th, 1973		<u>\$ 180,260</u>

HARVEY'S FOODS LIMITED

TRADING STATEMENT

FOR THE FOUR AND FORTY EIGHT WEEKS ENDED FEBRUARY 25, 1973

PERIOD		
PLAN	ACT.	L.Y.
\$ 587,031	\$ 897,309	\$ 474,026
177,800	109,508	197,555
764,831	1,006,817	671,581

\$ 36,350	\$ 72,098	\$ 57,180
4,080	--	3,949
(11,628)	(14,541)	(23,698)
6,623	32,148	(10,459)
24,615	40,000	25,288
14,868	23,599	(4,334)
--	3,702	(602)
74,908	157,006	47,324

\$ --	\$ 7,080	\$ 20,000
13,510	11,429	14,012
19,615	17,256	22,417
11,275	23,900	13,377
44,400	59,665	69,806
30,508	97,341	(22,482)
--	49,000	(23,000)

\$ 30,508	\$ 48,341	\$ 518
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SALES -- HARVEY'S
SWISS
TOTAL SALES

CONTRIBUTION FROM:

FRANCHISED LOCS. -HARVEY'S
-SWISS
OPERATED LOCS. -HARVEY'S
-SWISS
REBATES
REAL ESTATE
OTHER INCOME
TOTAL INCOME

TO DATE		
PLAN	ACT.	L.Y.
\$ 8,938,870	\$ 11,418,517	\$ 9,896,984
2,288,600	2,825,343	2,355,026
11,227,470	14,243,860	12,252,010

\$ 629,600	\$ 799,647	\$ 951,327
49,860	35,790	48,029
130,891	247,457	71,919
106,277	247,003	98,801
295,380	349,535	290,928
196,798	275,255	(108,188)
--	7,876	3,424
1,408,806	1,962,563	1,356,240

DEDUCT EXPENSES:

FRANCHISE REPURCHASES
SUPERVISORS
HEAD OFFICE
FINANCIAL

TOTAL EXPENSES
NET PROFIT BEFORE TAXES
INCOME TAXES

\$ 150,000	\$ 172,080	\$ 183,745
162,120	186,438	126,427
235,380	236,488	219,956
135,300	196,183	162,457
682,800	791,189	692,585
726,006	1,171,374	663,655
330,000	585,000	340,000

\$ 396,006	\$ 586,374	\$ 323,655
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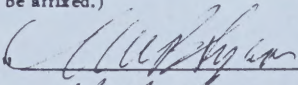
NET PROFIT

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The Company has no knowledge of any person or company whose shareholdings are large enough to affect control of the company other than those referred to in Item numbered 15.										
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table> <tr> <th></th><th>Cost</th></tr> <tr> <td>100% shares of Chalet Farms Ltd.</td><td>\$ 29,067</td></tr> <tr> <td>100% shares of Swiss Chalet Bar-B-Q Inc.</td><td>179,355</td></tr> <tr> <td>100% shares of Richco Properties Inc.</td><td>25,864</td></tr> <tr> <td></td><td><u>\$234,286</u></td></tr> </table> <p>All of the above mentioned are wholly owned subsidiaries of the company and are private companies. The transfer of their shares are restricted and, accordingly, there is no trading in their shares. The Company considers that the market value of these shares is the cost thereof less intangible goodwill.</p>		Cost	100% shares of Chalet Farms Ltd.	\$ 29,067	100% shares of Swiss Chalet Bar-B-Q Inc.	179,355	100% shares of Richco Properties Inc.	25,864		<u>\$234,286</u>
	Cost										
100% shares of Chalet Farms Ltd.	\$ 29,067										
100% shares of Swiss Chalet Bar-B-Q Inc.	179,355										
100% shares of Richco Properties Inc.	25,864										
	<u>\$234,286</u>										
18. Brief statement of any lawsuits pending or in process against company or its properties.	Two of the company's franchisees have brought action against the company for damages in the aggregate amount of approximately \$30,000.00 in connection with their franchise agreement with the company.										
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Under agreement dated March 12, 1973 company agrees to pay 1% royalty on sales of Red Barn units to Red Barns (Systems) Inc.										
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts.										

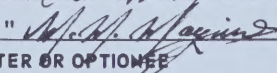
CERTIFICATE OF THE COMPANY

DATED April 3rd, 1973

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

" M.B. Syron 

CORPORATE
SEAL

" M.M. Maguire 

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

